

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

1-633

October 11, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Loading Agreement dated as of July 20, 1995, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Nashville and Eastern Railroad Corporaitn
P.O. Box 795
Manchester Center, VT 05255

A description of the railroad equipment covered by the enclosed document is:

Twenty-six (26) 100-ton, 2,300 cubic foot open top hopper railcars marked and numbered as follows:

CRLE 60000	CRLE 60001	CRLE 60002
CRLE 60003	CRLE 60004	CRLE 60005
CRLE 60006	CRLE 60007	CRLE 60008
CRLE 60009	CRLE 60010	CRLE 60011
CRLE 60012	CRLE 60013	CRLE 60014
CRLE 60015	CRLE 60016	CRLE 60017
CRLE 60018	CRLE 60019	CRLE 60020
CRLE 60021	CRLE 60022	CRLE 60023
CRLE 60024	CRLE 60025	

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Also enclosed is a payment of \$21 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Loading Agreement dated as of July 20, 1995 between Greenbrier Railcar, Inc, Lessor, and Nashville and Eastern Railroad Corporation, Lessee, covering twenty-six (26) 100-ton, 2,300 cubic foot open top hopper railcars marked and numbered as follows:

CRLE 60000	CRLE 60001	CRLE 60002
CRLE 60003	CRLE 60004	CRLE 60005
CRLE 60006	CRLE 60007	CRLE 60008
CRLE 60009	CRLE 60010	CRLE 60011
CRLE 60012	CRLE 60013	CRLE 60014
CRLE 60015	CRLE 60016	CRLE 60017
CRLE 60018	CRLE 60019	CRLE 60020
CRLE 60021	CRLE 60022	CRLE 60023
CRLE 60024	CRLE 60025	

Sincerely,



Janet E. Hudson
Administrative Assistant - Legal

jeh
Enclosure

cc: Robert W. Alvord, Esq.

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MEMORANDUM OF LOADING AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

NASHVILLE AND EASTERN RAILROAD CORPORATION ("LESSEE")

JULY 20, 1995

Memorandum of a Lease Agreement made and entered into as of July 20, 1995 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Nashville and Eastern Railroad Corporation, a Tennessee corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty-six (26) 100-Ton, 2300 cubic foot open top hopper railcars marked and numbered as follows:

CRLE 60000	CRLE 60001	CRLE 60002
CRLE 60003	CRLE 60004	CRLE 60005
CRLE 60006	CRLE 60007	CRLE 60008
CRLE 60009	CRLE 60010	CRLE 60011
CRLE 60012	CRLE 60013	CRLE 60014
CRLE 60015	CRLE 60016	CRLE 60017
CRLE 60018	CRLE 60019	CRLE 60020
CRLE 60021	CRLE 60022	CRLE 60023
CRLE 60024	CRLE 60025	

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER RAILCAR, INC.

By: Norris M. Webb, V.P.

NASHVILLE AND EASTERN RAILROAD
CORPORATION

By: [Signature]

STATE OF OREGON

)

) ss.

COUNTY OF CLACKAMAS

)

On this 9th day of October, 1995, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER RAILCAR, INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF VERMONT

)

) ss.

COUNTY OF BENNINGTON

)

On this 2nd day of October, 1995, before me personally appeared William J. Drunsic, to me personally known, who being by me duly sworn, says that he is the President of NASHVILLE AND EASTERN RAILROAD CORPORATION, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Cynthia C. Wells
NOTARY PUBLIC

My commission expires: 2/10/99